

WT - 03-203

Nextel Communications, Inc.
2001-2003 Edmund Halley Dr
Reston, VA 20191

NEXTEL

DOCKET FILE COPY ORIGINAL

August 15, 2003

VIA FEDERAL EXPRESS

Federal Communications Commission
Wireless Bureau Applications
P O. Box 358130
Pittsburgh, PA 15251-5130

RE FCC Form 305 for Assignment of Authorization

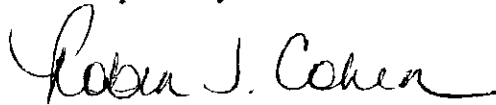
Dear Sir or Madam

Enclosed herewith, on behalf of WorldCom Broadband Solutions, Inc (debtor-in-possession) ("WorldCom"), and Nextel Spectrum Acquisition Corp., a subsidiary of Nextel Communications ("Nextel"), is an FCC Form 305 for assignment

The application requests the assignment of WorldCom's Multipoint Distribution Service ("MDS") and Multichannel Multipoint Distribution Service ("MMDS") licenses to Nextel. Also included is an FCC Form 159 for payment of the associated FCC filing fees via credit card payment

If you have any questions or require additional information regarding this matter, please contact the undersigned at (703) 433-4211.

Respectfully submitted,



Robin J. Cohen
Manager, Regulatory

Enclosures

**FCC Wireless Telecommunications Bureau
Application for Consent to Assignment
of Multipoint Distribution Service Authorization**

Approved by OMB
3060 - 0651
See instructions for
public burden estimate

SECTION I - GENERAL AND FEE INFORMATION

1 Applicant Name (Last, First Middle Initial) Nextel Spectrum Acquisition Corp.		FCC Registration Number (FRN) 0003768553	
Mailing Street Address Or P O Box 2001 Edmund Halley Drive Attention Robin Cohen		Internet Address	
City Reston	State Or Country (if foreign address) Virginia	Zip Code 20190	
Telephone Number (include area code) 703-433-4000	Call Sign See Exhibit 1	Other FCC Identifier (if applicable)	
2 Is a fee submitted with this application? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO			
If YES, complete and attach FCC Form 159			
If NO, indicate reason for fee exemption (see 47 C.F.R. § 1.1114)			
<input type="checkbox"/> Governmental Entity <input type="checkbox"/> Noncommercial Educational License <input type="checkbox"/> Other (please explain)			

SECTION II - TO BE COMPLETED BY ASSIGNOR

1 Name of Assignor WorldCom Broadband Solutions, Inc. <i>(debtor-in-possession)</i>		FCC Registration Number (FRN) 0007480288	
Mailing Street Address or P O Box 1133 Nineteenth Street, NW	City Washington	State DC	Zip Code 20036

- 2 Provide the following information for each license authorized to or Basic Trading Area ("BTA") authorization held by the assignor for which assignment is sought in this application

CALL SIGN/BTA NUMBER	LOCATION(CITY/STATE)	FILE NUMBER	EXPIRATION DATE
See Exhibit 1			

- 3 Does the assignor seek assignment of its authorization for a Basic Trading Area ("BTA") or a Partitioned Service Area ("PSA") which was received in the past three years through a competitive bidding process?

☐ YES ☒ NO

If YES, attach as an Exhibit the associated contracts for sale, option agreements, management agreements or other documents disclosing the total consideration that the assignor will receive in return for assignment of its authorization

Exhibit No

SECTION II – (continued)

- 4 Does the assignor seek assignment of a conditional license prior to the completion of construction of the facility and the timely filing of the certificate of completion of construction?

☒ YES ☐ NO

If YES, attach as an Exhibit

Exhibit No
II.4

- (a) the following information for each of the incomplete or Unconstructed facilities listed in Item 2
- (i) call sign,
 - (ii) file number,
 - (iii) date by which construction must be completed, and
 - (iv) whether the facilities were authorized following a comparative hearing or pursuant to the random selection proceeding in which the successful applicant received a preference, and whether the facilities have been operated for less than one year, and
- (b) the detailed showing and declarations of the applicants required by 47 C.F.R. § 21.39 which demonstrate that the proposed assignor has not acquired the authorization or operated the station for the principal purpose of profitable sale rather than public service

- 5 Are there any agreements, oral or written, involving use and/or control of the station?

☒ YES ☐ NO

If YES, attach as an Exhibit a copy of any such agreement(s). If there is only an oral agreement, reduce the terms to writing and attach

Exhibit No
II.5

- 6 Attach as an Exhibit a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach

Exhibit No
II.6

CERTIFICATION

- 7 By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). Failure to check YES may cause dismissal of your application.

☒ YES ☐ NO

The **ASSIGNOR** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **ASSIGNOR** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **ASSIGNOR** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **ASSIGNOR'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing Donna Sorgi	Signature <i>Donna Sorgi</i>
Title of Person Signing Vice President, Federal Advocacy	Date 8/13/03
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503)	

SECTION III - TO BE COMPLETED BY ASSIGNEE

1 Name of Assignee Nextel Spectrum Acquisition Corp.		FCC Registration Number (FRN) 0003768553	
Mailing Street Address or P O Box 2001 Edmund Halley Drive	City Reston	State VA	Zip Code 20191

2 Is this application a *pro forma* transaction?

☐ YES ☒ NO

If YES, attach as an Exhibit describing the nature of the *pro forma* transaction

Exhibit No

3 Is this application for an involuntary assignment of the authorization?

☐ YES ☒ NO

If YES, attach as an Exhibit a copy of the court order or other legal instrument pursuant to which the assignment of license to the assignee is sought

Exhibit No

4 Does the contract submitted in response to Question 6 of Section II embody the full and complete agreement between the assignor and assignee?

☐ YES ☒ NO

If NO, explain in an Exhibit

Exhibit No
III.10

(Footnote 10)

5 The assignee is a(n) (check one)

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☐ Other

If the "Other" box is checked, attach as an Exhibit a statement describing the nature of the assignee, the laws under which it is organized, and the names and addresses of the owners, principals, officers and directors of the assignee

Exhibit No

6 (a) If the assignee is a partnership, attach as an Exhibit the following information for each partner (i) name, (ii) address, and (iii) nature of the partnership interest

Exhibit No
N/A

(b) For each general partner also provide (i) the number and percentage of votes held, and (ii) other existing attributable interests in any cable television system, including the nature, size and location of such interests

7 If applicable, complete the following certifications

(a) By checking YES, the assignee certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station

☐ YES ☐ NO

☒ NOT APPLICABLE

If NO, the assignee must attach as an Exhibit the following information with respect to all limited partners actively involved in the FCC regulated activities of the partnership (i) the nature of the partnership interest, (ii) the number and percentage of votes held, and (iii) other existing attributable interests in any cable television system, including the nature, size and location of such interests

Exhibit No

(b) Does any investment company (as defined in 15 U.S.C. § 80a-3), insurance company, or trust department of any bank have an aggregated holding consistent with 47 C.F.R. § 21.912, Note 1(c)?

☐ YES ☒ NO

☐ NOT APPLICABLE

By checking YES, the assignee certifies that the entity holding such interests exercises no influence or control over the assignee, directly or indirectly, and has no representatives among the officers and directors of the assignee

☐ YES ☐ NO

☐ NOT APPLICABLE

8 If the assignee is a corporation or association, answer the following

(a) Under the laws of what state or country is it organized? Delaware

(b) If the assignee is a corporation, is it duly incorporated and in good standing?

☒ YES ☐ NO

SECTION III (continued)

- (c) Is more than one-fifth of the capital stock owned of record or may it be voted by aliens or their representatives, or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country? ☐ YES ☒ NO
- ☐ NOT APPLICABLE
- (d) Attach as an Exhibit the names and address of all stockholders owning and/or voting 5% or more of the assignee's stock and the percentage of stock held by each stockholder
- Exhibit No
III.8
- 9 (a) Is the assignee directly or indirectly controlled by any other corporation? ☒ YES ☐ NO
- If YES, submit an Exhibit providing the name and address of such controlling corporation
- Exhibit No
III.9
- (b) Under the laws of what state or country is it organized? Delaware
- (c) Is more than one-fourth of the capital stock of such corporation owned of record or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? ☐ YES ☒ NO
- (d) Is the above-described controlling corporation in turn a subsidiary? ☐ YES ☒ NO
- If YES, submit an Exhibit which answers Items 9(a) through (c) for each such corporation, including the organization having final control
- Exhibit No
- 10 Attach as an Exhibit a statement of the assignee's principal business
- Exhibit No
III.10
- 11 Is the individual assignee or, if a partnership, each member of the partnership, a citizen of the United States? ☒ YES ☐ NO
- ☐ NOT APPLICABLE
- 12 Is the assignee or any party to this application a representative of an alien or of a foreign government? ☐ YES ☒ NO
- ☐ NOT APPLICABLE
- 13 (a) Has the assignee or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by the Commission? ☐ YES ☒ NO
- (b) Has any court finally adjudged the assignee, or any person directly or indirectly controlling the assignee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? ☐ YES ☒ NO
- (c) Has the assignee, or any party to this application, or any person directly or indirectly controlling the assignee, ever been convicted of a felony by any state or Federal court? ☐ YES ☒ NO
- If the answer to any of the above is YES, attach as an Exhibit a statement relating the facts
- Exhibit No
- 14 Does the assignee directly or indirectly, through stock ownership, contract or otherwise, have an ownership or control interest in any other communications entities? ☒ YES ☐ NO
- If YES, attach as an Exhibit describing the interest, and the location(s) and call sign(s), if any
- Exhibit No
III.14
- 15 Is the assignee directly or indirectly interested in or affiliated with, or does the assignee have leasing arrangements with, a cable television company? ☐ YES ☒ NO
- If YES, attach as an Exhibit a description of the relationship and overlap, if any, of the boundaries of the cable franchise area and the station's protected service area
- Exhibit No
- 16 (a) Is the assignee personally familiar with the Commission's Rules governing MDS? ☒ YES ☐ NO
- (b) Has the assignee examined the subject facilities and determined that construction and operation are in compliance with the current authorization and the Commission's Rules? ☐ YES ☒ NO

SECTION III – (continued)

(c) Does the assignee acknowledge that, if the Commission consents, the assignment must be completed within 45 days of the date of consent and that the Commission must be notified in writing within 10 days of the date of consummation?

☒ YES ☐ NO

17 Will the assignee have control of the station(s), both as to physical operation and the service provided?

☒ YES ☐ NO

If NO, attach as an Exhibit a copy of any contract which may affect the assignee's right to do so

Exhibit No

18 Does the assignee certify to its financial ability with respect to construction and/or operation of the station?

☒ YES ☐ NO

CERTIFICATION

19 By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). Failure to check YES may cause dismissal of your application.

☒ YES ☐ NO

The **ASSIGNEE** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **ASSIGNEE** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **ASSIGNEE** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **ASSIGNEE'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing Robin J. Cohen	Signature <i>Robin J. Cohen</i>
Title of Person Signing Manager, Regulatory	Date 8/13/03
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	